

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

RECORDATION NO. 24551 FILED

August 11, 2003

AUG 13 '03 12-21 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as of May 15, 2002, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Atlas Roofing Corporation  
802 Highway 19 No. Suite 190  
Meridian, Mississippi 39307

A description of the railroad equipment covered by the enclosed document is:

Five (5) 52-foot, 100-ton boxcars with single 10-foot plug doors and load dividers, marked and numbered GBRX 322110, GBRX, 322147, GBRX 322151, GBRX 322155 and GBRX 322176.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams  
August 11, 2003  
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A short summary of the enclosed primary document to appear in the Board's  
Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of  
May 15, 2002 between Greenbrier Leasing Corporation, Lessor, and  
Atlas Roofing Corporation, Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Johnston".

Janet E. Johnston  
Assistant to the Executive Vice President

JEJ  
Enclosure

cc: Robert W. Alvord, Esq.

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**MEMORANDUM OF LEASE AGREEMENT**  
**BETWEEN**  
**GREENBRIER LEASING CORPORATION ("LESSOR")**  
**AND**  
**ATLAS ROOFING CORPORATION ("LESSEE")**

**MAY 15, 2002**  
**SCHEDULE NO. 1**  
**MAY 15, 2002**

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Memorandum of Schedule No. 1 dated May 15, 2002, to a Lease Agreement made and entered into as of May 15, 2002, by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Atlas Roofing Corporation, a Mississippi corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor five (5) 52-foot, 100-ton boxcars with single 10-foot plug doors and load dividers, marked and numbered GBRX 322110, GBRX 322147, GBRX 322151, GBRX 322155 and GBRX 322176.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING CORPORATION

BY: Norriss M. Webb

NAME: Norriss M. Webb

TITLE: Executive Vice President

DATE: 5/25/03

LESSEE:

ATLAS ROOFING CORPORATION

BY: Harry C. Simmons

NAME: Harry C. Simmons

TITLE: Vice President Finance

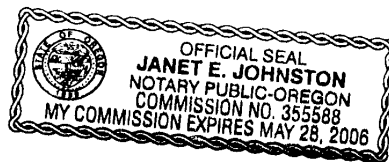
DATE: \_\_\_\_\_

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 25<sup>th</sup> day of July, 2003, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Janet E. Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Mississippi )  
 ) ss.  
COUNTY OF Lauderdale )

On this 8<sup>th</sup> day of July, 2003, before me personally appeared Harry C. Simmons, to me personally known, who being by me duly sworn, says that s/he is the Vice President Finance of Atlas Roofing Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Carolyn Louise Starnes  
NOTARY PUBLIC

My commission expires: June 7, 2005